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Congress of the United States
Washington, DC 20510

March 18, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 700
Washington, DC 20006

ENTERED
Office of Proceedings

APR 05 2005

Re: Finance Docket No. 34667
BNSF Railway Company – Purchase and
Operation – State of South Dakota

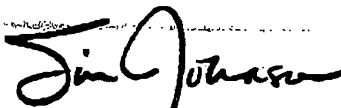
Part of
Public Record

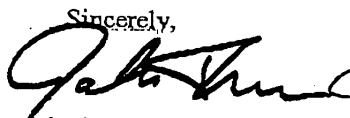
Dear Secretary Williams:

We are writing to the Surface Transportation Board regarding the Application filed by the BNSF Railway Company in the above-referenced proceeding.

As we previously explained in our letter of January 13, 2005, the rail system in South Dakota is critically important to the economic well being of the people of our State. Therefore, any transaction involving ownership of the core State rail system must provide adequate rail service and market access to shippers of all sizes within South Dakota. We believe that the conditions requested by the State in connection with a sale of the State's "Core Lines" to BNSF Railway are necessary and appropriate to protect that important public interest.

We thank the Board in advance for your consideration of this important matter.


Tim Johnson

Sincerely,

John Thune


Stephanie Herseth

cc: The Honorable Mr. Roger Nober, Chairman, Surface Transportation Board
Mr. Jeff Moreland, Executive Vice President, Law & Government Affairs and Secretary,
BNSF Railway
The Honorable Michael Rounds, Governor, State of South Dakota